

OFICINA LEGAL DEL PUEBLO UNIDO, INC.
AMENDED AND RESTATED BYLAWS
(As Amended May 5, 2017)

I
NAME

The legal name of this non-profit corporation shall be Oficina Legal Del Pueblo Unido, Inc. (the "Corporation"). The Corporation does business as the Texas Civil Rights Project.

II
INCORPORATION

The Corporation is incorporated as a voluntary non-profit corporation of the State of Texas and is registered with the Texas Secretary of State.

III
MEMBERSHIP

The Corporation shall have no members.

IV
BOARD OF DIRECTORS

A. Composition

The Board of Directors shall consist of not less than nine (9) nor more than fifteen (15) directors, excluding *ex officio* directors, as determined from time to time by the Board of Directors.

B. Election and Term

1. Directors shall be elected by the Board of Directors from candidates submitted to the Board of Directors by the Governance Committee at least thirty (30) days prior to the election or from candidates nominated by petition signed by at least twenty-five percent (25%) of the directors and submitted to the Board of Directors at least fourteen (14) days prior to the election.
2. Directors shall be elected for a term of not more than three (3) years.
3. No director may serve more than two (2) consecutive terms, except as provided herein. There shall be staggered terms of office so that one-third of the directors shall be up for election each year. The Board of Directors may extend the terms of directors for the purpose of assuring that no more than one-third of the Board of Directors is ineligible to stand for re-election in any one year. A person elected to serve as Chair of the Board of Directors may serve on the Board of Directors for an additional term of two (2) years. No person shall serve on the Board of

Directors for more than eight (8) consecutive years. The Board of Directors may invite the immediate past Chair of the Board of Directors to serve *ex officio* after the expiration of his/her term as Chair, in which case he/she may serve *ex officio* for such time as the Board of Directors determines.

C. Meetings

Regular meetings of the Board of Directors shall be held at least four (4) times a year, with the dates, times and locations set by the Board of Directors at or before the beginning of each calendar year. No notice shall be required for regular meetings. Dates, times or locations for regular meetings may be revised by the Board of Directors after their initial scheduling, in which case notice of such change(s) shall be provided by the Chair to all directors at least thirty (30) days in advance of the revised regular meeting. Special meetings of the Board of Directors may be called by the Chair or upon written request sent to the Chair of at least one-third of the directors. Notice of special meetings shall be provided by the Chair to all directors stating the date, time and place of the meeting and the purpose(s) of the meeting. Notice of special meetings shall be delivered by electronic mail or other expedited method at least twenty-four (24) hours in advance of the date and time of the special meeting. A director may waive notice of any meeting. Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the purpose of objecting to the meeting on the ground that it is not lawfully called or convened.

D. Quorum and Voting

A majority of the directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. Except as required by the Texas Business Corporations Code or these Bylaws, a majority of those directors present at a meeting shall decide all questions. Votes by proxy shall not be permitted.

E. Action Without a Meeting; Alternative Forms of Meeting

1. Any action required by law or these Bylaws to be taken at a meeting of the Board of Directors or any committee thereof, or any action which may be taken at a meeting of the Board of Directors or any committee thereof, may be taken without such a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of directors or members of a committee thereof as would be necessary to take the action at a meeting at which all directors or members of the committee, as applicable, (not just a quorum) were present. Any proposed consent in lieu of a meeting must be provided in writing to all directors or members of the committee, as applicable, at least three (3) days in advance of the request for signatures thereon. Notice of the taking of an action by the Board of Directors or a committee thereof by consent in lieu of a meeting shall be provided to all directors or members of the committee, as applicable, within three (3) days of obtaining the required number of consents for such action. A consent signed by all directors or members of a committee thereof shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of State. The resolutions and written consents thereto by the Board of Directors or any committee thereof shall be filed with the minutes of the proceedings

of the Board of Directors or the committee thereof, as applicable. Where written notice is required in this paragraph it may be provided by electronic mail.

2. Unless otherwise limited by the Texas Business Organizations Code, the Articles of Incorporation, or these Bylaws, directors may participate in a meeting of the Board of Directors and members of a committee may participate in a meeting of that committee by means of telephone conference or other suitable remote communication means which provides all persons attending in person and remotely to participate and communicate concurrently. Participation in a meeting by such remote means shall constitute attending the meeting for purposes of determining a quorum and for voting on proposed actions. Minutes of the meetings of the Board of Directors or a committee thereof shall indicate directors or committee members who attended remotely.

F. Duties and Powers

The ultimate responsibility for the management and financial well-being of the Corporation shall be directed by the Board of Directors. In addition to the duties and powers imposed by law or these Bylaws, the Board of Directors shall establish policies and approve programs of the Corporation and shall delegate to the Chief Executive Officer/President the authority to achieve the goals and implement the programs set out by the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the following specific duties and powers:

1. Hire, evaluate, set the compensation of, and terminate the Chief Executive Officer/President.
2. Monitor the activities of the Corporation and require periodic reports on operations from the Chief Executive Officer/President.
3. Develop the mission, policies and strategic goals for the Corporation.
4. Review the annual budget of the Corporation and, after any revisions it may determine to be advisable, adopt the same.

G. Vacancies

Vacancies on the Board of Directors may be filled by a majority vote of the remaining directors from candidates presented by the Governance Committee. Any director so elected shall hold office until the end of the term which they are filling, at which time he/she shall be eligible to stand for election for a full term.

H. Resignation, Removal

1. Any director may resign at any time by giving written notice to the Chair, or, in the case of the Chair to the Vice-Chair. Unless otherwise specified in the notice of resignation, resignation shall take effect upon receipt by the Chair, or, in the case of the resignation of the Chair upon receipt by the Vice-Chair.

2. The Governance Committee shall review attendance at meetings of the Board of Directors and is authorized to take action on absenteeism. Any director absent from three (3) consecutive meetings of the Board of Directors may be deemed to have resigned by the Board of Directors, upon the recommendation of the Governance Committee.
3. Any director may be removed with or without cause, at any time, by a majority of all directors. Removal may take place at a regular meeting of the Board of Directors or at a special meeting called for that purpose. A director under consideration for removal shall be given at least seven (7) days notice in writing prior to the meeting at which the vote takes place.

I. Ex Officio Members

Ex Officio members shall include the Chief Executive Officer/President of the Corporation and, if he/she so elects, the immediate past Chair of the Board of Directors. *Ex Officio* members may be in addition to the fifteen (15) directors and shall not be entitled to vote on any issue brought before the Board of Directors.

V OFFICERS

A. Composition

The officers of the Corporation shall be the Chair, the Vice-Chair, the President/Chief Executive Officer, the Secretary, and the Treasurer, as well as such other officers as may be deemed necessary by the Board of Directors. All officers of the Corporation shall be members of the Board of Directors, with the Chief Executive Officer/President an *ex officio* member.

B. Election and Term

1. All officers shall be elected by the Board of Directors from a slate of candidates submitted by the Governance Committee at least thirty (30) days prior to the election. Additional nominations may be made by written petition signed by at least twenty-five percent (25%) of the directors and submitted to the Board of Directors at least fourteen (14) days prior to the election.
2. The Chair and the Vice-Chair shall hold office for no more than two (2) consecutive terms of two (2) years each. The Secretary and the Treasurer shall hold office for terms of one (1) year, with the Secretary serving no more than two (2) consecutive terms and the Treasurer serving no more than four (4) consecutive terms.

C. Vacancies

Vacancies in any officer position shall be filled by nomination of candidates by the Governance Committee and by the majority vote of the Board of Directors, to complete the unexpired portion of the term of the predecessor officer in that position.

D. Duties of the Officers

The duties of the officers of the Corporation shall be those usually performed by such officers, those set forth below, and such other duties as the Board of Directors may prescribe. One person may not hold more than one office in the Corporation.

1. **CHAIR.** The chair of the Corporation (the “**Chair**”) shall have the general powers and duties of supervision and management typically vested in the office of the Chair of a corporation and shall perform such other duties as the Board of Directors may from time to time prescribe. Except in those instances in which the authority to execute is expressly delegated in writing to another officer or agent of the Corporation or a different mode of execution is expressly prescribed the Board of Directors or these Bylaws, the Chair may execute for the Corporation any document that the Board of Directors has authorized.
2. **VICE-CHAIR.** The vice chair (the “**Vice-Chair**”) shall assist the Chair in the supervision and management of the Corporation. In the absence or disability of the Chair, the Vice-Chair shall have all the powers and shall perform all of the duties of the Chair. The Vice-Chair shall also perform such other duties and have such other powers as may be assigned to the Vice-Chair by the Board of Directors.
3. **CHIEF EXECUTIVE OFFICER/PRESIDENT.** Subject to the direction of the Board of Directors and the Chair of the Board, the Chief Executive Officer/President shall have general and active management of the business of the Corporation; shall have the authority to sign contracts and other instruments and take other actions on behalf of the Corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect; and shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
4. **SECRETARY.** The secretary of the Corporation (the “**Secretary**”) shall cause the minutes to be kept of all meetings of the Board of Directors and for the distribution of such minutes. The Secretary shall perform such other duties as are customarily incident to the office of secretary or are prescribed from time to time by the Board of Directors.
5. **TREASURER.** The treasurer of the Corporation (the “**Treasurer**”) shall have responsibility for the Corporation’s funds in accordance with the fiscal policies approved by the Board of Directors.. The Treasurer shall perform all the duties incident to the office treasurer and such other duties as from time to time prescribed may be assigned to him/her by the Chair or by the Board of Directors.

E. Delegation

The Board of Directors may delegate temporarily the powers and duties of any officer of the Corporation to any other officer of the Corporation and may authorize the delegation by any officer of any of such officer’s powers and duties to any agent or employee of the Corporation, subject to the supervision of such delegating officer.

VI COMMITTEES

A. Types of Committees

The standing committees of the Board of Directors shall be the Governance Committee, the Finance Committee, the Development Committee, and the Executive Committee. The Board of Directors may appoint *ad hoc* committees or task forces from time to time as may be deemed appropriate to assist the Board of Directors.

B. Governance Committee

1. The Governance Committee shall be responsible for nominating persons to serve as directors and officers of the Corporation and as members of the Governance Committee. The Governance Committee also shall be responsible for the orientation, evaluation and continuing education of the directors. The Governance Committee shall consist of three (3) to five (5) persons, all of whom shall be directors. The members of the Governance Committee will recommend to the Board of Directors for approval one member of the Governance Committee to serve as chair. The Chair of the Board of Directors shall serve as an *ex officio* member of the Governance Committee.
2. Governance Committee members shall be elected by the Board of Directors from a slate of candidates presented to the Board of Directors by the Governance Committee at least thirty (30) days prior to the meeting at which the election shall take place. Additional nominations may be made by written petition signed by at least twenty-five percent (25%) of the directors and submitted to the Board of Directors at least fourteen (14) days prior to the election.
3. Members of the Governance Committee shall serve not more than two (2) consecutive terms of two (2) years.

C. Finance Committee

1. The Finance Committee assists the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Corporation, including monitoring (a) the integrity of the Corporation's financial statements, (b) the independence and qualifications of its external auditor, (c) the Corporation's system of internal controls, (d) the performance of the Corporation's external auditor, and (e) the Corporation's compliance with laws, regulations and applicable codes of ethics. The Finance Committee should maintain free and open communications with the management of the Corporation and the Corporation's external auditor, including private, executive sessions with the external auditor at least once each year.
2. The Finance Committee shall consist of three (3) to five (5) persons, of whom a majority, including the chair of the Finance Committee, shall be directors. The chair of the Finance Committee shall be the Treasurer. The Chair of the Board of Directors shall serve as an *ex officio* member of the Finance Committee.
3. Finance Committee members shall be elected by the Board of Directors from a slate of candidates presented by the Governance Committee to the Board of Directors at least thirty (30) days prior to the meeting at which the election shall take place. Additional nominations may be

made by written petition signed by at least twenty-five percent (25%) of the directors and submitted to the Board of Directors at least fourteen (14) days prior to the election.

4. Members of the Finance Committee shall serve not more than three (3) consecutive terms of two (2) years.

D. Development Committee

1. The Development Committee serves as liaison and advocate to the Board of Directors for fundraising for the Corporation and participation by directors in fundraising.
2. The Development Committee shall consist of a minimum of three (3) persons, of whom a majority shall be directors. The chair of the Development Committee shall be a director and shall be appointed by the Chair of the Board of Directors. The Chair of the Board of Directors shall serve as an *ex officio* member of the Development Committee.
3. Members of the Development Committee shall be appointed by the Chair of the Board of Directors, with the advice of the chair of the Development Committee. Members of the Development Committee shall not serve more than five (5) consecutive years.

E. Executive Committee

The Chair of the Board of Directors, the Vice Chair, the Chief Executive Officer/President, and the Treasurer shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in between regular meetings of the Board of Directors. The Board of Directors must ratify the actions of the Executive Committee at the next regular meeting of the Board of Directors. Any action(s) not ratified by the Board of Directors will not be legally binding on the Corporation. The Chair of the Board of Directors shall be the chair of the Executive Committee. At least three (3) members of the Executive Committee must be present to establish a quorum for the transaction of business, and all decisions shall be majority vote of those present.

F. Advisory Committees

The Board of Directors may create and maintain one or more Advisory Committees, which shall not have or exercise the authority, responsibility of duties of the Board of Directors. Once created by the Board of Directors, members of Advisory Committees shall be appointed by the Chair and may include persons who are not directors. Members of any Advisory Committee shall serve at the pleasure of the Board of Directors and may be removed at any time with or without cause.

VI

FISCAL POLICIES, CONFLICTS OF INTEREST

A. General

The Board of Directors shall adopt sufficient fiscal policies and procedures to assure that the Corporation operates in an effective, responsible manner in accordance with applicable legal and financial requirements.

B. Annual Audit

The financial records of the Corporation shall be audited annually by an independent certified public accountant recommended by the Finance Committee and approved by the Board of Directors. The report of such accountant shall be filed with the records of the Corporation.

C. Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31.

D. Conflicts of Interest

The Governance Committee shall prepare and, following approval by the Board of Directors, shall deliver annually to all directors a statement on conflicts of interest. Each director shall acknowledge his/her awareness of the terms of the statement and his/her compliance with it by signing the statement and returning it to the Secretary. Any director who does not return a signed conflicts of interest statement shall be deemed to have resigned from the Board of Directors, unless, for good cause shown, an exemption is issued by a majority of the Board of Directors.

VII LIMITATION OF LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. Limitation of Liability

Except to the extent required by applicable law, no director or officer of the Corporation shall be personally liable for any debt, liability, or other obligation of the Corporation. No director or officer shall be liable to the Corporation or any other person for any action taken or not taken as a director or officer, as the case may be, unless the director or officer did not act in good faith, with ordinary care, and in a manner the director or officer reasonably believed to be in the best interests of the Corporation.

B. Directors and Officers

Directors and officers of the Corporation, including persons who served as directors or officers on or following the date of these Bylaws and are no longer directors or officers and are made party to a suit, action or demand by reason of their serving as directors or officers of the Corporation, shall be indemnified by the Corporation to the fullest extent allowable under the Texas Business Organizations Code, as the same may be amended from time to time, or the provisions of any other applicable law.

C. Employees and Agents

The Corporation may indemnify an employee or agent of the Corporation to the same extent and subject to the same conditions under which it may indemnify directors and officers. A determination of whether and to what extent such persons are entitled to indemnification shall be made by a majority of those directors not involved in the matter for which indemnification is sought.

D. Insurance

The Corporation shall endeavor to purchase and maintain director and officer liability insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent, against liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such. If the Corporation is not able to provide such insurance, including because it is not economically prudent to do so, the Chief Executive Officer/President and the Treasurer shall promptly notify all directors of such fact. To the extent that insurance is not available to pay the costs and expenses, including attorney's fees, of defending a claim or action against directors, officers, employees or agents, the Corporation may advance such costs and expenses upon a vote of the majority of disinterested directors. Such advancement of costs and expenses will be subject to the provisions of the Texas Business Organizations Code and any other conditions imposed by the disinterested directors.

E. Non-Exclusive Rights

The indemnification provided herein shall not be exclusive of any other rights to which such director, officer, employee or agent may be entitled by law, agreement, or otherwise, to the extent permitted by the Texas Business Organizations Code.

VIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall constitute the ruling authority in all cases in which they do not conflict with these Bylaws or any law of the State of Texas.

IX AMENDMENTS

These Bylaws may be amended by a vote of at least two-thirds (2/3) of the directors. A copy of any proposed amendment shall be furnished to the directors at least two (2) weeks prior to the vote on any such amendment.

Agreed to this 11th day of May, 2017 by:



Pablo Javier Almaguer
Chair, Board of Directors